

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: : PROMESA
: Title III
:
THE FINANCIAL OVERSIGHT AND : Case No. 17-bk-3283 (LTS)
MANAGEMENT BOARD FOR PUERTO RICO :
: (Jointly Administered)
as representative of :
X
THE COMMONWEALTH OF PUERTO RICO, *et al.*,¹

Debtors.

**NOTICE OF FILING OF SUPPLEMENTAL DECLARATION
OF JOFF MITCHELL OF ZOLFO COOPER, LLC**

PLEASE TAKE NOTICE that on July 11, 2017 the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”) filed the *Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor Effective as of June 27, 2017* (the “Application”) [Docket No. 615], and an order was entered by the Court approving the Application on August 10, 2017 [Docket No. 1001].

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

PLEASE TAKE FURTHER NOTICE that on September 14, 2017, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (the “Second Supplemental Declaration”) [Docket No. 1304].

PLEASE TAKE FURTHER NOTICE that on November 14, 2017, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (the “Third Supplemental Declaration”) [Docket No. 1769].

PLEASE TAKE FURTHER NOTICE that on November 6, 2018, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (“Fourth Supplemental Declaration”) [Docket No. 4189].

PLEASE TAKE FURTHER NOTICE that on December 3, 2018, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton of Zolfo Cooper, LLC* (“Fifth Supplemental Declaration”) [Docket No. 4].

PLEASE TAKE FURTHER NOTICE that on May 1, 2019, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton of Zolfo Cooper, LLC* (“Sixth Supplemental Declaration”) [Docket No. 6780].

PLEASE TAKE FURTHER NOTICE that in support of the Application, attached hereto as Exhibit A, is the *Supplemental Declaration of Joff Mitchell of Zolfo Cooper, LLC* (the “Seventh Supplemental Declaration”).

[Remainder of page intentionally left blank]

Dated: July 1, 2019

By: /s/ G. Alexander Bongartz

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By: /s/ Juan J. Casillas Ayala

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Local Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: : PROMESA
: Title III
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THE FINANCIAL OVERSIGHT AND : Case No. 17-bk-3283 (LTS)
MANAGEMENT BOARD FOR PUERTO RICO :
: (Jointly Administered)
as representative of :
: X
THE COMMONWEALTH OF PUERTO RICO, *et al.*,¹

Debtors.

**SUPPLEMENTAL DECLARATION
OF JOFF MITCHELL OF ZOLFO COOPER, LLC**

Pursuant to 28 U.S.C. § 1746, I, Joff Mitchell, state under penalty of perjury, that:

1. I am an authorized representative of Zolfo Cooper, LLC (“Zolfo Cooper”), which has a place of business at 909 Third Avenue, Floor 30, New York, New York 10022.
2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.
3. I am filing this supplemental declaration to supplement the disclosures that were included in the original declaration dated July 11, 2017 [ECF No. 615-3] filed in support of the Application of the Official Committee of Unsecured Creditors of the Commonwealth of Puerto

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

Rico, for Entry of an Order Authorizing the Employment and Retention of Zolfo Cooper as Bankruptcy Consultant and Financial Advisor to the Committee *nunc pro tunc* to June 27, 2017 [ECF No. 615-1].

4. In its capacity as a subsidiary of AlixPartners, LLP and affiliates (“AP”), Zolfo Cooper would like to disclose the following:

- Munger Tolles & Olson LLP, a party filing a notice of appearance in this bankruptcy matter, is counsel to a current AP client in matters unrelated to the Debtors.
- Solus Alternative Asset Management, LP, Fore Solus Alternative Asset Management and Solus Opportunities Fund 5 LP, COFINA Senior Bondholders’ Coalition members and litigation parties to the Debtors and parties filing a notice of appearance in this bankruptcy matter, and affiliates (“Solus”) are lenders, creditors, bondholders, noteholders and related parties to current and former AP clients in matters unrelated to the Debtors. Solus is a current AP client in matters unrelated to the Debtors.
- Voya Institutional Trust Company, a litigation party to the Debtors, and affiliates (“Voya”) are lenders, customers, vendors, lienholders, noteholders, creditors, professionals, investors, shareholders, related parties and bondholders to current and former AP clients in matters unrelated to the Debtors. Voya is a current AP client in matters unrelated to the Debtors.

5. I continue to reserve the right to supplement Zolfo Cooper’s disclosures in the event that I learn of any additional connections that require disclosure. If any new material relevant facts or relationships are discovered or arise, Zolfo Cooper will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

Dated: July 1, 2019

/s/ Joff Mitchell
Joff Mitchell
Zolfo Cooper, LLC